

BETHESDA SOFTWARE LLC,  
Plaintiff/Counter-Defendant,

vs.

INTERPLAY ENTERTAINMENT CORP.,  
Defendant/Counter-Plaintiff.

Civil Case No.: 09 CV 2357 (DKC)

Exhibits of Defendant/Counter-Plaintiff Interplay Entertainment Corp. ("Defendant"):

<b><i>Defendant's Exhibit No.</i></b>	<b><i>Identification</i></b>	<b><i>Admitted</i></b>	<b><i>Description</i></b>
1			Asset Purchase Agreement dated April 4, 2007 (IPE 000026 – IPE 000045)
2			Trademark License Agreement dated April 4, 2007 (IPE 000092 – IPE 000103)
3			Game Production Agreement between Interplay and I2G (IPE0000470 - IPE 000485)
4			Letter of Intent Between Interplay and Masthead (IPE 000323 - IPE 000325)
5			Exclusive Licensing Agreement dated June 30, 2004 (IPE 000015-000025)
6			Addendum to Exclusive License Agreement (IPE 000002-000003)
7			Fallout MMOG Design Wiki pre-April 4, 2009 (IPE 005439 - IPE 007622)
8			Exhibit 15 to Deposition of Herve Caen, December

<i>Defendant's Exhibit No.</i>	<i>Identification</i>	<i>Admitted</i>	<i>Description</i>
			4, 2009 (BSW-E00001682)
9			Exhibit 16 to Deposition of Herve Caen, December 4, 2009 (BSW-E00001684-E00001685)
10			Exhibit 17 to Deposition of Herve Caen, December 4, 2009 (BSW-E00001699)
11			Exhibit 18 to Deposition of Herve Caen, December 4, 2009 (BSW-E00001709)
12			Exhibit 19 to Deposition of Herve Caen, December 4, 2009 (BSW-E00001721)
13			Exhibit 40 to Deposition of Herve Caen, December 4, 2009
14			Exhibit 41 to Deposition of Herve Caen, December 4, 2009
15			Transcript of December 10, 2009 Hearing (pp. 40-143)
16			Exhibits 1-18 in Support of Interplay's Opposition to Preliminary Injunction Motion filed Oct. 26,

<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
			2009
17			Exhibits 1-19 in Support of Interplay's Opposition to Preliminary Injunction Motion filed June 23, 2011
18			Bethesda Softworks Responses to Requests for Admissions Propounded by Interplay
19			Bethesda Softworks Responses to Special Interrogatories Propounded by Interplay
20			Email Correspondence (IPE 000300-000301)
21			Email Correspondence (IPE 000302-000303)
22			Email Correspondence (IPE 000306-000307)
23			Email Correspondence (IPE 000311)
24			Email Correspondence (IPE 000312)
25			Email Correspondence (IPE 000313-000314)
26			Email Correspondence (IPE 000315-000316)

<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
27			Email Correspondence (IPE 000317-000318)
28			Email Correspondence (IPE 000319-000320)
29			Email Correspondence (IPE 000321-000322)
30			Email Correspondence (IPE 000491)
31			Email Correspondence (IPE 000304)
32			Email Correspondence (IPE 000305)
33			Email Correspondence (IPE 000533 + unnumbered attachment)
34			Email Correspondence (IPE 000536-000538)
35			Email Correspondence (IPE 000545)
36			Email Correspondence (IPE 000546)
37			Email Correspondence (IPE 000548)

<b><i>Defendant's Exhibit No.</i></b>	<b><i>Identification</i></b>	<b><i>Admitted</i></b>	<b><i>Description</i></b>
38			Email Correspondence (IPE 000563)
39			Email Correspondence (IPE 000515)
40			Email Correspondence (IPE 000554)
41			Email Correspondence (IPE 1253)
42			Email Correspondence (IPE 001390-001393)
43			Masthead Long-form Product Development Agreement (IPE 09977-9996)
44			Masthead Long-form Engine and Tools (IPE 09908-9931)
45			Video of Fallout MMOG Recorded in March 2009
46			Design and Art documents pre-April 2009 (IPE 007623-007854)
47			Fallout Online Screenshots (IPE 008236)
48			Pre-April 4, 2009, Fallout MMOG Art and Design Documents prepared by Interplay

<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
			(IPW 008320-008348)
49			Pre-April 4, 2009, Fallout MMOG Art and Design Documents prepared by Interplay (IPW 009159-009274)
50			Pre-April 4, 2009, Fallout MMOG Art and Design Documents prepared by Interplay (IPW 009635-009804)
51			Non-Disclosure Agreement dated Feb. 12, 2009 (IPE 009997-010000)
52			Video of Fallout Online Zone 13 (attachment to IPE 0016456)
53			Screenshot of character models dated May 28, 2009 (attachment to IPE 016244)
54			Images of character models dated May 22, 2009 (Produced as IPE 16252a – 16252j)
55			Images of character models dated May 21, 2009 (Produced as IPE 16253a – 16253f)
56			Exhibit 4 to Deposition of Fred Chesnais, June 11, 2010

<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
57			Exhibit 7 to Deposition of Fred Chesnais, June 11, 2010
58			Exhibit 8 to Deposition of Fred Chesnais, June 11, 2010
59			Post-April 2009 Design Documents (IPE 12061-12087)
60			Post-April 2009 Screen Shots (IPE 12203-12206)
61			Post-April 2009 Environment Art Files (IPE 12225-12248)
62			Post-April 2009 Environmental Concepts, Textures, 3D Models, Screenshots (IPE 15278-15403)
63			Post-April 2009 Character and Creature 3D Models (IPE 15430-15528)
64			Post-April 2009 Weapons and Objects, 3D Models (IPE 15529-15609)
65			Post-April 2009 Screen Shots, 3D Models (IPE 17328-17343)
66			Post-April 2009 Screen Shots (IPE 17388-17393)
67			Post-April 2009 Screen Shots 3D Model

<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
			(IPE 17433)
68			Email Correspondence (IPE 000428)
69			Email Correspondence (IPE 000433)
70			Email Correspondence (IPE 000434-435)
71			Email Correspondence (IPE 000442)
72			Email Correspondence (IPE 000444-000447)
73			Email Correspondence (IPE 000451)
74			Email Correspondence (IPE 000458)
75			Email Correspondence (IPE 000612)
76			Email Correspondence (IPE 000613)
77			Email Correspondence (IPE 000615)
78			Email Correspondence



<i><b>Defendant's Exhibit No.</b></i>	<i><b>Identification</b></i>	<i><b>Admitted</b></i>	<i><b>Description</b></i>
			(IPE 000616)
79			Email Correspondence (IPE 000624)
80			Email Correspondence (IPE 000626-000630)
81			Email Correspondence (IPE 000640-000641)
82			Email Correspondence (IPE 000645-000646)
83			Email Correspondence (IPE 000654)
84			Email Correspondence (IPE 001085-001086)
85			Correspondence dated Feb 9, 2006 (IPE 001119)
86			Fallout Trilogy box shot (IPE 000461- 000462)

DATED: December 8, 2011

GERSH | DERBY, Attorneys at Law

By: 

JEFFREY F. GERSH

Attorneys for Defendant/Counter-Plaintiff  
Interplay Entertainment Corp.

**PROOF OF SERVICE**

**STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen (18) and not a party to the within action. My business address is 15821 Ventura Boulevard, Suite 515, Encino, California 91436.

On December 8, 2011, I served the foregoing document described as: **INTERPLAY ENTERTAINMENT CORP.'S EXHIBIT LIST** on all interested parties to this action

☒ by placing the true copies thereof enclosed in sealed envelopes addressed as follows:

Howard Stahl, Esq.  
Joseph J. LoBue, Esq.  
Fried, Frank, Harris, Shriver & Jacobson  
801 17th Street NW  
Washington, DC 20006  
Tel: (202) 639-7111  
Fax: (202) 639-7003  
howard.stahl@friedfrank.com  
Counsel for Plaintiff/Counter-Defendant  
Bethesda Softworks, LLC

☒ **(BY MAIL)** By placing a true copy thereof in a sealed envelope addressed as above, and placing it for collection and mailing following ordinary business practices. I am readily familiar with GERSH | DERBY's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with U.S. postal service on that same day with postage thereon fully prepaid at Encino, California, in the ordinary course of business. I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

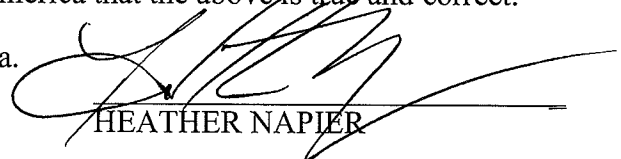
☐ **(BY PERSONAL SERVICE)** I caused the above-referenced document(s) to be delivered to \_\_\_\_\_ for delivery to the above address(es).

☒ **BY E-MAIL:** I caused the above-referenced document to be transmitted via e-mail from hnapier@gershderbylaw.com to joseph.lobue@friedfrank.com; howard.stahl@friedfrank.com.

☐ **(BY FACSIMILE)** I caused the above-referenced document to be transmitted via facsimile from Fax No. \_\_\_\_\_ to Fax No. \_\_\_\_\_ directed to \_\_\_\_\_. The facsimile machine I used complies with Rule 2003(3) and no error was reported by the machine. Pursuant to Rule 2005(1), I caused the machine to print a record of the transmission, a copy of which is attached to this declaration.

☒ **(Federal)** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the above is true and correct.

Executed on December 8, 2011, at Encino, California.

  
HEATHER NAPIER